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and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
<b>In re</b>	:
	:
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	:
	:
<b>Debtors.<sup>1</sup></b>	:
	:
-----X	

**Chapter 11**  
**Case No. 18-23538 (RDD)**  
**(Jointly Administered)**

**STATEMENT OF THE DEBTORS CERTIFYING  
COMPLIANCE WITH ORDER AUTHORIZING DEBTORS TO  
EMPLOY PROFESSIONALS USED IN THE ORDINARY COURSE  
OF BUSINESS APRIL 1, 2022 TO JUNE 30, 2022**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation (4658)); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

On February 12, 2019, the United States Bankruptcy Court for the Southern District of New York entered the *Amended Order Authorizing Debtors to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Commencement Date* (ECF No. 794) (the “**Amended Order**”) authorizing Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) to establish certain procedures to retain and compensate those professionals that the Debtors employ in the ordinary course of business (collectively, the “**Ordinary Course Professionals**”).

**PLEASE TAKE NOTICE** that the Debtors hereby certify compliance with the terms of the Amended Order.

**PLEASE TAKE FURTHER NOTICE** that the following fees and expenses were paid to Ordinary Course Professionals from April 1, 2022 through June 30, 2022:

**Tier 1 Ordinary Course Professionals**

<b>Professional</b>	<b>Fees and Expenses Paid In</b>			<b>Q2 2022</b>
	<b>Apr-22</b>	<b>May-22</b>	<b>Jun-22</b>	
Baker & Hostetler LLP	-	\$1,383.80	-	\$1,383.80
Dickie, McCamey & Chilcote, P.C.	-	\$1,382.60	-	\$1,382.60
Jackson Lewis P.C.	-	\$2,451.50	-	\$2,451.50
McConnell Valdes LLC	-	\$797.00	-	\$797.00
Novack and Macey LLP	-	\$1,206.00	-	\$1,206.00
Saul Ewing Arnstein & Lehr, LLP	-	\$5,444.32	-	\$5,444.32
Schuster Aguiló LLC	-	\$5,149.30	-	\$5,149.30
<b>Total</b>	<b>\$0.00</b>	<b>\$17,814.52</b>	<b>\$0.00</b>	<b>\$17,814.52</b>

**Tier 2 Ordinary Course Professionals**

	<b>Fees and Expenses Paid In</b>			
<b>Professional</b>	<b>Apr-22</b>	<b>May-22</b>	<b>Jun-22</b>	<b>Q2 2022</b>
Akerman LLP	-	\$37,193.50	-	\$37,193.50
Buchanan Ingersoll & Rooney PC	-	\$2,940.00	-	\$2,940.00
Horwood Marcus & Berk	-	\$6,275.00	-	\$6,275.00
Neal Gerber & Eisenberg LLP	-	\$1,533.46	-	\$1,533.46
<b>Total</b>	<b>\$0.00</b>	<b>\$47,941.96</b>	<b>\$0.00</b>	<b>\$47,941.96</b>

**Tier 3 Ordinary Course Professionals**

	<b>Fees and Expenses Paid In</b>			
<b>Professional</b>	<b>Apr-22</b>	<b>May-22</b>	<b>Jun-22</b>	<b>Q2 2022</b>
Seyfarth Shaw LLP	-	\$2,437.20	-	\$2,437.20
<b>Total</b>	<b>\$0.00</b>	<b>\$2,437.20</b>	<b>\$0.00</b>	<b>\$2,437.20</b>

Dated: August 1, 2022  
New York, New York

/s/ Garrett A. Fail  
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